

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

Re: Docket Nos. 10 & 41

**CERTIFICATION OF COUNSEL REGARDING PROPOSED
FINAL ORDER (I) AUTHORIZING THE DEBTORS TO PAY CERTAIN
PREPETITION CLAIMS OF (A) CRITICAL VENDORS AND SERVICE PROVIDERS,
(B) CERTAIN VENDORS WITH CLAIMS ENTITLED TO ADMINISTRATIVE
EXPENSE STATUS UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE,
(C) FOREIGN VENDORS; AND (D) SHIPPERS, WAREHOUSEMAN, AND OTHER
LIENHOLDERS; (II) AUTHORIZING BANKS TO HONOR AND PROCESS CHECK
AND ELECTRONIC TRANSFER REQUESTS RELATED THERETO; AND
(III) GRANTING CERTAIN RELATED RELIEF**

On December 2, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of Interim and Final Orders, (I) Authorizing the Debtors to Pay Certain Prepetition Claims of (A) Critical Vendors and Service Providers, (B) Certain Vendors with Claims Entitled to Administrative Expense Status Under Section 503(b)(9) of the Bankruptcy Code, (C) Foreign Vendors; and (D) Shippers, Warehouseman, and Other Lienholders; (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto; and (III) Granting Certain Related Relief* [Docket No. 10] (the “Motion”).

On December 6, 2022, the United States Bankruptcy Court for the District of Delaware (the “Court”) held a hearing (the “Hearing”) to consider, among other things, the relief requested by the Motion on an interim basis. Subsequent to the Hearing, the Court entered an order [Docket

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

No. 41] (the “Interim Order”) granting the Motion on an interim basis. Pursuant to the Interim Order, responses to the entry of the proposed final form of order (the “Proposed Final Order”) attached to the Motion were to be filed and served no later than 4:00 p.m. (ET) on December 30, 2022 (the “Objection Deadline”).

Prior to the Objection Deadline, the Debtors received informal comments from the Official Committee of Unsecured Creditors (the “Committee”). As a result of discussions between the Debtors and the Committee, such comments have been resolved as reflected in the revised Proposed Final Order attached hereto as **Exhibit A** (the “Revised Proposed Final Order”). For the convenience of the Court and interested parties, a blackline comparing the Revised Proposed Final Order to the Proposed Final Order is attached hereto as **Exhibit B**. No other responses were received by the Debtors.

The Debtors submit that the Revised Proposed Final Order is appropriate and consistent with the relief requested in the Motion and their discussions with the Committee, and that the Committee does not object to entry of the Revised Proposed Final Order. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Final Order at its earliest convenience without further notice or hearing.

[Signature Page Follows]

Dated: January 3, 2023
Wilmington, Delaware

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